

Richard M. Heimann (State Bar No. 63607)
Kelly M. Dermody (State Bar No. 171716)
Eric B. Fastiff (State Bar No. 182260)
Brendan Glackin (State Bar No. 199643)
Dean Harvey (State Bar No. 250298)
Anne B. Shaver (State Bar No. 255928)
Lisa J. Cisneros (State Bar No. 251473)
LIEFF CABRASER HEIMANN & BERNSTEIN, LLP
275 Battery Street, 29th Floor
San Francisco, CA 94111-3339
Telephone: (415) 956-1000
Facsimile: (415) 956-1008

Joseph R. Saveri (State Bar No. 130064)
Lisa J. Leebove (State Bar No. 186705)
James G. Dallal (State Bar No. 277826)
JOSEPH SAVERI LAW FIRM
505 Montgomery Street, Suite 625
San Francisco, CA 94111
Telephone: (415) 500-6800
Facsimile: (415) 500-6803

Interim Co-Lead Counsel for Plaintiff Class

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

IN RE: HIGH-TECH EMPLOYEE
ANTITRUST LITIGATION

THIS DOCUMENT RELATES TO:

ALL ACTIONS

MASTER DOCKET NO. 11-CV-2509-LHK

**DECLARATION OF DEAN M. HARVEY
IN SUPPORT OF PLAINTIFFS' MOTION
TO COMPEL AND PLAINTIFFS'
MOTION TO SHORTEN TIME**

Date: February 26, 2013
Time: 10:00 a.m.
Courtroom: 5, 4th floor
Judge: Honorable Paul S. Grewal

1 I, Dean M. Harvey, declare:

2 1. I am an associate in the law firm of Lieff Cabraser Heimann & Bernstein, LLP,
3 interim Co-Lead Counsel for Plaintiffs and the proposed Class. I am a member of the State Bar
4 of California, and am admitted to practice before the United States District Court for the Northern
5 District of California. I make this declaration based on my own personal knowledge. If called
6 upon to testify, I could and would testify competently to the truth of the matters stated herein.

7 2. Attached hereto as Exhibit A is a true and correct copy of 231APPLE002140.

8 3. Attached hereto as Exhibit B is a true and correct copy of 231APPLE073139.

9 4. Attached hereto as Exhibit C is a true and correct copy of GOOG-HIGH TECH-
10 00009764.

11 5. Attached hereto as Exhibit D is a true and correct copy of GOOG-HIGH TECH-
12 00056790.

13 6. Attached hereto as Exhibit E is a true and correct copy of GOOG-HIGH-TECH-
14 00248336.

15 7. Attached hereto as Exhibit F is a true and correct copy of Google's December 28,
16 2012 privilege log concerning the documents of HR executive Laszlo Bock.

17 8. Attached hereto as Exhibit G is a true and correct copy of Google's January 7,
18 2013 privilege log concerning the documents of HR executive Shona Brown.

19 9. Attached hereto as Exhibit H is a true and correct copy of Google's January 7,
20 2013 privilege log concerning the documents of former CEO Eric Schmidt.

21 10. Attached hereto as Exhibit I is a true and correct copy of letter from Google's
22 counsel to Plaintiffs' counsel, dated November 29, 2012.

23 11. Attached hereto as Exhibit J is a true and correct copy of GOOG-HIGH TECH-
24 00057458.

25 12. Attached hereto as Exhibit K is a true and correct copy of GOOG-HIGH-TECH-
26 00210242.

27 13. Attached hereto as Exhibit L is a true and correct copy of GOOG-HIGH-TECH-
28 00210247.

1 14. Attached hereto as Exhibit M is a true and correct copy of GOOG-HIGH-TECH-
2 00210276.

3 15. Attached hereto as Exhibit N is a true and correct copy of “Integrity Without
4 Compromise: Intuit Code of Conduct and Ethics” (Jan. 22, 2008), available at
5 http://web.intuit.com/about_intuit/investors/corporate_gov/downloads/code_of_conduct.pdf.

6 16. After months of negotiations among Plaintiffs, Google, and Intuit, Google and
7 Intuit agreed to schedule the following four depositions: Laszlo Bock, Google HR executive, for
8 January 10, 2013; Shona Brown, Google HR executive, for January 30, 2013; Bill Campbell,
9 Intuit Chairman and Apple Board member, for February 5, 2013; and Eric Schmidt, Google’s
10 former CEO, for February 21, 2013.

11 17. On December 28, 2012 (the Friday between the Christmas and New Year’s
12 holidays), Google produced a privilege log concerning Laszlo Bock’s documents. On January 7,
13 2012, Google produced a privilege log concerning Shona Brown’s documents. Also on January
14 7, Google produced a privilege log for Eric Schmidt.

15 18. On January 7, 2013, Plaintiffs conferred with Google regarding entries on these
16 logs that described withheld and redacted communications with Bill Campbell at his intuit.com
17 email address, a topic the parties had earlier discussed many times without reaching agreement.
18 Plaintiffs explained that, unless Google produced the documents at issue, Plaintiffs would move
19 to compel. Plaintiffs explained the basis of the motion to compel. Google refused to produce the
20 documents. In light of the fact that Mr. Bock’s deposition was scheduled to occur three days
21 later, Plaintiffs asked if Google would agree to make Mr. Bock available for a deposition again, in
22 the event Plaintiffs prevailed on a motion to compel. Google refused. Instead, on January 9,
23 Google insisted on postponing the deposition rather than holding it open.

24 19. Later that day, on January 9, Plaintiffs asked whether Google would stipulate to an
25 abbreviated briefing schedule pursuant to Civil Local Rule 6-2, whereby Plaintiffs would file a
26 shortened brief by January 14, 2013; Google would file a shortened brief of the same page length
27 by January 18, 2013; and Plaintiffs would forgo a reply. Plaintiffs also asked whether Google
28 would jointly request that the hearing occur on January 22, 2013, in order to create minimal

1 disruption to the deposition schedule. Google's counsel asked for a list of the privilege log
2 entries at issue, and Plaintiffs' counsel provided it on January 10. Thereafter, Google did not
3 respond to Plaintiffs' request for a stipulated abbreviated schedule.

4 20. Attached hereto as Exhibit O is a true and correct copy of the email from Plaintiffs'
5 counsel to Google's counsel, dated January 10, 2013.

6 I declare under penalty of perjury under the laws of the United States that the foregoing is
7 true and correct.

8 Executed January 16, 2013, in San Francisco, California.

9
10 /s/ Dean M. Harvey
Dean M. Harvey

EXHIBIT A

LODGED UNDER SEAL

EXHIBIT B

LODGED UNDER SEAL

EXHIBIT C

LODGED UNDER SEAL

EXHIBIT D

LODGED UNDER SEAL

EXHIBIT E

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EXHIBIT F

LODGED UNDER SEAL

EXHIBIT G

LODGED UNDER SEAL

GZJ DKV'J ''

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EXHIBIT I

MAYER • BROWN

Mayer Brown LLP
Two Palo Alto Square, Suite 300
3000 El Camino Real
Palo Alto, California 94306-2112

Main Tel +1 650 331 2000
Main Fax +1 650 331 2060
www.mayerbrown.com

November 29, 2012

BY EMAIL

Joseph Forderer, Esq.
Lieff Cabraser Heimann & Bernstein, LLP
275 Battery Street, 29th Floor
San Francisco CA 94111-3339

Eric B. Evans
Direct Tel +1 650 331 2063
Direct Fax +1 650 331 4563
eevans@mayerbrown.com

Re: *In re: High-Tech Employee Antitrust Litigation*,
Case No. 11-CV-2509 LHK

Dear Mr. Forderer:

I write to respond to your letter dated November 6, 2012 regarding entries on Google's privilege logs and a request to provide a supplemental privilege log.

Consolidated and deduplicated privilege log

As a preliminary matter, Google will provide a single consolidated and deduplicated privilege log. Google will provide that consolidated log after December 7, 2012, the current deadline for completing substantial production of documents related to "Category 2" documents, as set forth in Lee Rubin's letter to Kelly Dermody dated September 28, 2012.

Privilege log entries that identify "Google Legal Department" as the originator of legal advice

Your letter challenges those entries in Google's privilege log "that do not identify an attorney as an author, recipient or source." These entries largely identify "Google Legal Department" as a source of legal advice. It is well settled that privilege log entries that identify the source of advice as a client's "Legal Department" suffice to assert the attorney client privilege. *Northern Valley Comm'ns, L.L.C. v. Qwest Communications Corp.*, 2010 WL 367223, *7-8 (D.S.D. Sep. 10, 2010) (holding, e.g., that email "reflecting communication between Qwest Legal Department and client regarding investigation of independent company access arbitrage" is "protected from discovery by both the attorney/client privilege and the work product doctrine"). *Aristocrat Techs. Austl. PTY Ltd. v. Int'l Game Tech.*, 2011 WL 1158781, *3 (N.D. Cal. Mar. 29, 2011) is consistent with *Northern Valley*. Here, consistent with *Aristocrat*, where the identity of the specific lawyer or lawyers who drafted the communication is readily available, Google has identified the attorney(s) involved in the privileged communication. Where the identity of the particular author of a privileged communication is not present on the face of the document or otherwise not reasonably accessible, reference in the log to the company's legal department is plainly permissible and fully preserves the privilege. *Northern Valley Comm'ns*, 2010 WL 367223, *7-8.

Joseph Forderer, Esq.
November 29, 2012
Page 2

Privilege log entries that Plaintiffs claim provide insufficient detail to evaluate Google's privilege claims

In its consolidated log, Google will provide additional information for those privilege log entries identified on page 2 of your November 6 letter that you claim lack sufficient information, where the information is reasonably accessible to Google.

Privilege log entries regarding communications including Bill Campbell in his capacity as advisor to Google

Google has re-evaluated the documents underlying log entries 28, 32, 33, and 45 from its October 8, 2012 privilege log and Google has determined that the portions of these documents that were redacted for privilege are not, in fact, privileged and will produce these documents to plaintiffs without the privilege redactions.

As to both these documents and the documents underlying log entries 64 and 80 from its July 16, 2012 log, however, plaintiffs' assertions that Google "waived any applicable privilege by sharing privileged information with Bill Campbell is unfounded. As we have repeatedly explained, at the time of these communications, Mr. Campbell was serving as an advisor for Google, and the privileged communications were sent to Mr. Campbell in his capacity as a Google advisor. Further, Google has already provided sworn testimony that Mr. Campbell is a "senior advisor to Google" and that he has served in that capacity for many years. Declaration of Alan Eustace, Dkt. no. 200 ¶ 4. Google "understood and expected that Mr. Campbell would maintain the confidentiality of Google's confidential and highly sensitive information and not share that information with anyone other than those who owed a duty of confidentiality to Google." *Id.* ¶ 5. Accordingly, those privileged communications are protected from disclosure to the same degree as any other communication seeking or providing legal advice between a company attorney and its employees, agents, or directors. The fact that the communications were sent to Mr. Campbell's email address at intuit, com does not in any way vitiate the privilege or constitute a waiver. Moreover, plaintiffs have identified no occasion in which the privileged communications involving Mr. Campbell may have been disclosed in a manner that would give rise to a claim of waiver.

Very truly yours,



Eric B. Evans

GZJ DKV'L'

LODGED UNDER SEAL

EXHIBIT K

LODGED UNDER SEAL

EXHIBIT L

LODGED UNDER SEAL

GZJ KDV'O '''

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EXHIBIT N



INTEGRITY

without compromise

Intuit Code of Conduct & Ethics





Message from Intuit's President and Chief Executive Officer

Integrity Without Compromise is at the core of everything we do at Intuit. It's our No. 1 Operating Value and the standard for how we do business every day. We formally adopted it as part of our Values back in 1993, and it's been an implicit part of our culture since day one. Living up to that value is more than using good judgment and common sense. It's an important part of becoming the best, most-admired company in the world.

Intuit's Code of Conduct & Ethics takes this commitment to the next level. It is an explicit representation of how our Values and culture guide us in making the right decisions in our daily jobs. As the cornerstone of our Ethics and Compliance Program, it provides important information about our business relationships and practices, the proper use of company assets, safeguarding and protecting information, and how to seek help and report concerns.

Nothing is more important to our culture – and our success – than our integrity. That's why the Code of Conduct has my personal support, as well as the support of our leadership team and Intuit's board of directors.

This code is more than just required reading for all of us at Intuit. Take the time to understand it, know what's expected of you, and how it relates to your job. By committing to our Values and embracing the code, together we will continue to make Intuit a company where Integrity Without Compromise is not just a slogan, but a way of life.

Thank you for all you do to continue to make Intuit a world-class, ethical organization.

A handwritten signature in blue ink that reads "Brad D. Smith". The signature is stylized, with the first letters of the first and last names being capitalized and prominent.

Brad D. Smith

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I. INTRODUCTION

Integrity Without Compromise is our most important Operating Value. The foundation of our success is built upon our commitment to ethical behavior and compliance with the law.

“In all we do, we maintain the highest standards, never approaching what could be considered questionable behavior. On this we never compromise.”

This Code of Conduct & Ethics (Code of Conduct) is an important part of Intuit’s Ethics & Compliance Program. Our Code provides a written standard for upholding our corporate values and reinforces our expectation that everyone at Intuit will comply with the law, this Code of Conduct, and our corporate policies and guidelines.

Our Code of Conduct highlights standards for the following:

- Honest and ethical conduct, including the disclosure and ethical handling of actual or apparent conflicts of interest
- Full, fair, accurate, timely and understandable disclosure in the reports and documents that Intuit submits to any governmental agency, as well as in other public communications
- Compliance with applicable government laws, rules and regulations
- Prompt internal reporting of violations of these written standards
- Accountability for adhering to this Code of Conduct and other company policies and standards

II. YOUR RESPONSIBILITIES

This Code of Conduct applies to all employees of Intuit and its subsidiaries (“employees”) working at every level. In general, and for purposes of this Code of Conduct, all references to “Intuit” include Intuit Inc. and its subsidiaries.

As an employee, you are expected to read the Code of Conduct, understand your obligations under it and comply with the standards it sets forth. Failing to read the Code of Conduct or to seek out clarifications when in doubt will not excuse you for violations or a lack of understanding under it.

The Code of Conduct provides a comprehensive overview of Intuit's expectations and standards around ethical behavior and compliance. However, it is not possible for it to cover every situation, every law or every standard that you may face. If the Code of Conduct does not address a particular topic, please use good judgment and common sense when making decisions. Be sure to seek guidance from your manager or the Ethics & Compliance Program Office before taking action if you are unsure of the right legal or ethical choice.

Under certain circumstances, local country laws may establish requirements that differ from this Code of Conduct. Employees outside the U.S. must understand and comply with all local country laws and local policies in the area and locality where they conduct business.

a. Additional Responsibilities for Managers

Managers at all levels have a special responsibility to role model ethical behavior and ensure that employees under their supervision understand and comply with Intuit standards and policies. This includes making sure that all required training is completed. It is especially important that managers:

- Understand the Code of Conduct
- Regularly reinforce and discuss principles set forth in the Code of Conduct and be available to their team members to discuss questions and concerns
- Seek guidance from the Ethics & Compliance Program Office whenever they have a question regarding the Code of Conduct

III. SEEKING GUIDANCE AND REPORTING CONCERNS

In addition to seeking guidance and clarification as needed, you are also required to report suspected violations of the law, this Code of Conduct, other corporate policies and standards, and improper accounting and financial reporting practices.

Reporting suspected acts of wrongdoing is not only the right thing to do, it is expected and required under this Code of Conduct. Failing to report a matter that you know about may result in discipline up to and including termination of your employment.

When seeking guidance or reporting concerns, there are several channels available that ensure your question, issue or concern is addressed in a timely and meaningful way:

Your Manager – Your manager is an excellent resource for seeking guidance and help, sharing ideas and resolving issues. We encourage you to contact your manager as your first line of support.

Intuit Management – You may always seek guidance and help from anyone on Intuit's management team. Any manager who you are comfortable approaching will be able to assist you and help find the appropriate resources.

Human Resources – Your Human Resources Business Partner is an important channel to help you address concerns and discuss your matter with discretion. You may always contact the Human Resources Business Partner responsible for your business unit or functional group, or the Employee Relations Center of Expertise at EmployeeRelationsCOE@Intuit.com.

Ethics & Compliance Program Office – You may also contact the Ethics & Compliance Program Office directly by submitting your inquiry to [Ask Ethics & Compliance](#), or by sending a letter to Intuit Ethics & Compliance Officer, P.O. Box 7850, MS 2700C, Mountain View, CA 94039.

Intuit Integrity Line – If for any reason, you are not comfortable using any of the above options, please seek help or report your concerns through our Intuit Integrity Line. Anonymity and confidentiality will be protected to the fullest extent possible. Please provide as much information and detail as possible when reporting in this manner. All matters reported will be looked into and handled appropriately.

- Intuit’s Integrity Line is an external, third-party service available to you for anonymous reporting 24-hours a day, 7 days a week, and 365 days a year. The Integrity Line is staffed by trained professionals who will report your questions or concerns to Intuit in a timely way.
- You may contact the Integrity Line at any time in the following ways:

Calling toll-free at **877-379-3939**

From outside the U.S., dialing the direct access code for the country you are calling from followed by **877-379-3939**. (Direct Access codes can be found by [contacting a local operator](#))

[Click here to complete an Integrity Line Web form](#)

If you have any questions regarding these reporting channels, your responsibilities, seeking help or reporting concerns, please contact the Ethics & Compliance Program Office.

Retaliation against employees for reporting issues or participating in investigations will not be tolerated and Intuit will make every effort to protect employees who report matters of concern in good faith. For further information please see the section on *Protection from Retaliation* and Intuit’s Protection from Retaliation Policy.

A special note for employees located in the European Union:

EU laws and regulations prohibit EU employees from anonymously seeking guidance or reporting a matter unless the concern falls into one of the following areas: (i) accounting, (ii) internal accounting controls, (iii) auditing matters, (iv) fight against bribery, or (v) banking and financial crime. Intuit makes the anonymous features of the Intuit Integrity Line available to EU employees for such concerns.

For all other areas of concern, EU employees may use one of the non-anonymous channels outlined above. The data related to these concerns or reports will be retained as permitted under applicable law.

IV. PROTECTION FROM RETALIATION

Retaliation will not be tolerated and Intuit will make every effort to protect employees who report matters of concern in good faith. Any employee who retaliates against another will face disciplinary action, up to and including termination of employment, and may be subject to civil or criminal liability, or both.

If you believe you are being penalized for having reported an issue, please report the matter immediately using one of the reporting options above.

V. IN THE WORKPLACE

Intuit's third Operating Value, It's the People, says it all.

"People are the foundation of Intuit's success... great people flourish in an environment that liberates and amplifies their energy. Managers create this environment through support, and trust..."

Intuit lives this Operating Value through its commitment to diversity and inclusion, prevention of unlawful discrimination, harassment and retaliation, and the promise of providing a healthy and safe work environment.

a. Supporting Diversity and Inclusion

Intuit strives to hire a strong, diverse workforce. Diversity creates inclusion, inspiration and innovation. By attracting and maintaining a diverse workforce, we create an environment where differences are valued and respected – differences in experience, background, and opinion.

b. Preventing Discrimination and Harassment

Intuit is committed to providing equal employment opportunities for all applicants and employees and maintaining a workplace free from discrimination, harassment and retaliation. We do not tolerate this type of behavior by anyone. This includes unlawful discrimination or harassment on the basis of sex, race, color, religion, gender, age, mental or physical disability, medical condition, national origin, marital status, veteran status, sexual orientation or any other characteristic protected under applicable laws. This principle applies to all areas of employment, including recruiting and hiring, promotions and transfers, compensation and benefits.

Improper and illegal behavior can take many forms, but may include:

- Inappropriate comments, jokes, labels or remarks related to a protected characteristic
- Physical interference or unwelcome physical contact
- Sharing of offensive or obscene material

Intuit will promptly address reports of unlawful discrimination, harassment or retaliation. If you believe you have observed or been subjected to unlawful harassment, discrimination or retaliation, you should immediately contact Human Resources or contact the Integrity Line at **877-379-3939** or [online](#).

Intuit employees can find more information in related policies on Intuit's intranet: Equal Employment Opportunity Policy, Reasonable Accommodation (ADA) Policy, and the Prohibition of Harassment Policy. Outside of the U.S., please see local policies and guidelines as applicable.

c. Maintaining Health and Safety

Intuit is committed to maintaining a healthy, safe and productive workplace and follows all laws and regulations related to workplace safety. Health or safety concerns should be directed to Safety@Intuit.com. In addition, you can reach an Intuit Security team member 24-hours a day,

7-days a week by calling **650-944-6911**. For anonymous reporting, you may also contact the Intuit Integrity Line at **877-379-3939** or [online](#). Emergencies and imminent threats of harm should immediately be reported to the police or other emergency personnel (9-911 from U.S. Intuit sites).

d. Preventing Workplace Violence

Intuit does not tolerate violence, threats of violence, or other conduct that threatens or harms the safety of persons in the workplace. Firearms, explosives, or weapons of any kind are not allowed in the workplace, even if you possess a permit to carry concealed weapons. Weapons are also prohibited at off-site locations where Intuit business is conducted or at Intuit-sponsored events. Intuit employees can find more information in related policies on Intuit's intranet: Workplace Violence Prevention Policy. Outside the U.S., refer to local policies and guidelines, as applicable.

e. Alcohol Use and Drug-Free Workplace

Intuit strives to provide a safe workplace for all of its employees. You may not have excessive amounts of otherwise lawful, controlled substances in your system – such as alcohol and over-the-counter medications – that impair your ability to work or make you appear to be "under the influence" while at work. This also applies while performing work duties away from Intuit, or while attending company-sponsored events. Regardless of the occasion, employees are expected to act responsibly and abide by all local laws and regulations. Under no circumstances may you operate a motor vehicle while under the influence while working for or on behalf of the company, whether using your personal vehicle, a company car, or a rental car.

At no time may you use, possess, or be under the influence of any illegal or unauthorized controlled substances on Intuit property, including parking lots. This includes work time spent off-campus or while attending any company-sponsored event. Violations of this policy may result in discipline up to and including termination of employment. Intuit may also notify law enforcement officials as appropriate.

Intuit employees can find more information in related policies on Intuit's intranet: Drug-Free Workplace Policy. Outside the U.S., refer to local policies and guidelines, as applicable. Nothing in this Code of Conduct or our policies preclude the appropriate use of legally prescribed medications.



VI. OUR WORKING RELATIONSHIPS

The integrity of our business relationships is essential to our long-term business success and reputation in the community.

You are expected to conduct yourself ethically, professionally and with the utmost integrity in every relationship you participate in on behalf of the company. This extends to the way we treat each other, our vendors and business partners, and our customers. Likewise, we expect our vendors and business partners to abide by similar values and standards.

a. Conflicts of Interest

You are generally free to engage in personal business and financial transactions and other activities outside of Intuit, provided that these transactions and activities do not conflict, or appear to conflict, with the interests of Intuit. In some cases, even the appearance of a conflict of interest can damage Intuit's business reputation – and your personal reputation as well. Always avoid situations in which your loyalties may be divided between Intuit's interests and your personal interests.

A conflict of interest occurs when the prospect of a direct or indirect personal gain interferes with the objectivity of your judgments or actions, and conflicts with your responsibilities to Intuit. An "apparent conflict" arises whenever your conduct appears to conflict with your responsibilities to Intuit. A "potential conflict" is any situation that is likely to become an actual conflict of interest. In this Code of Conduct, we refer to actual, potential and apparent conflicts as "conflicts of interest," except where otherwise specified.

You must bring any conflict of interest to the attention of your manager or the Ethics & Compliance Program Office before taking on or continuing the activity in question. These individuals can provide guidance on how to avoid the conflict or how to prevent violations. This guidance may include asking you to end the activity that raises a conflict of interest issue.

The following examples illustrate a few situations where a conflict of interest may arise:

- **Personal Interest:** Having a significant financial or personal interest in a supplier or vendor with whom Intuit does business, and attempting or appearing to influence the business decisions related to the supplier or vendor
- **Gratuities:** Accepting gifts, services, or entertainment from a supplier or vendor where accepting the gift, service or entertainment interferes, or appears to interfere with your objectivity in making a business decision
- **Discounts:** Accepting discounted products or services for personal gain in exchange for providing special treatment or consideration to a vendor or supplier
- **Outside Groups:** Serving on the board of an outside organization whose interests may conflict with Intuit's interests
- **Company Affiliation:** Portraying yourself as representing Intuit while engaging in personal activities, memberships, campaigns and similar activities, without prior approval within Intuit to do so

These examples are not meant to cover all potential conflicts of interest situations, but illustrate some of the types of activities that could give rise to a conflict. When in doubt seek guidance from your manager or the Ethics & Compliance Program Office.

b. Additional Responsibilities for Intuit's Executive Officers

Intuit's executive officers have a more defined responsibility to avoid conflicts because of their fiduciary duties to the company and its shareholders. Executive officers should disclose any potential or actual conflicts of interest to Intuit's General Counsel or to the Ethics & Compliance Program Office. They will review the facts and provide guidance for addressing the actual or perceived conflict, which may include referral of the matter to Intuit's Board of Directors or a committee of the Board.

c. Outside Employment and Other Affiliations

Intuit employees may work at another company as an employee, independent contractor or consultant, or serve on its board of directors, unless the affiliation gives rise to, or appears to give rise to a conflict of interest or otherwise interferes with the employee's ability to perform services for Intuit. For example, prohibited affiliations could include simultaneous employment with an Intuit customer, partner, distributor or supplier. You are also prohibited from participating in any activity that enhances or supports a competitor's position, including accepting simultaneous employment or

otherwise working for a competitor. If you are unsure if your participation in outside work or your affiliation with an outside interest could create or appear to create a conflict of interest, contact your manager or the Ethics & Compliance Program Office.

d. Investments in Other Businesses

As a general rule, neither you, nor any member of your immediate family, should hold a financial interest in an outside business that might create a conflict of interest. This includes interests in Intuit's suppliers, partners, distributors or competitors. Many factors should be considered in determining whether a conflict of interest exists. Some examples include:

- Your ability to influence Intuit decisions that could affect the other company
- Your access to confidential information of Intuit or of the other company
- The nature of the relationship between Intuit and the other business

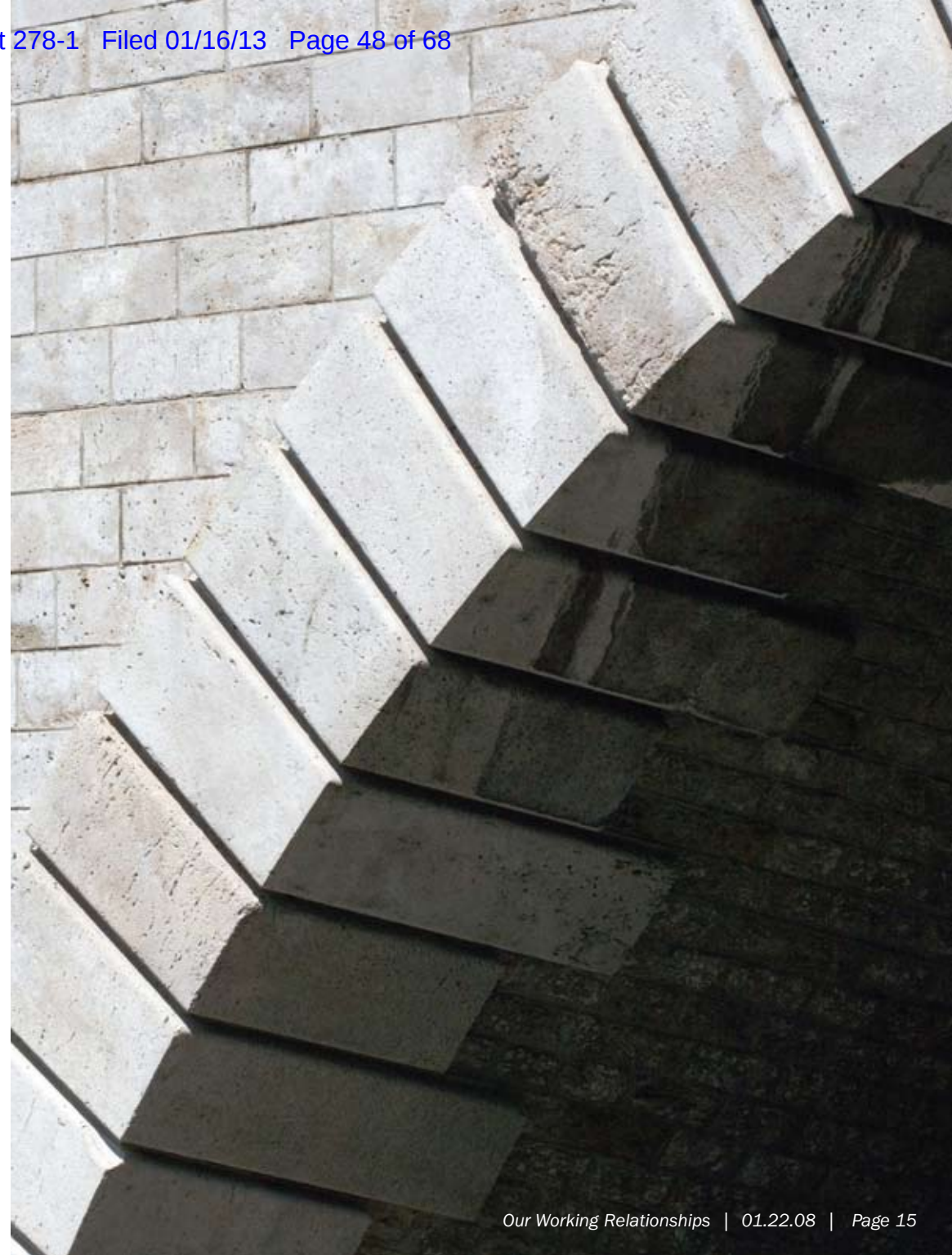
You may hold a financial interest in a mutual fund that invests in an Intuit competitor, provided you have no influence or control over the fund's investment decisions. Questions related to investments in other businesses and your responsibilities under this provision should be addressed to your manager and the Ethics & Compliance Program Office.

e. Conducting Business with Family Members

As a general rule, you should avoid conducting Intuit business with a family member or with a business in which a family member is associated in any significant way. You must disclose all situations in which you or your work group is conducting business with a family member to your manager, Human Resources, or the Ethics & Compliance Program Office. These resources can provide guidance as to whether the relationship may proceed and under what circumstances. This may include restrictions on your ability to make decisions about the retention, supervision and evaluation of the services.

f. Corporate Opportunities

You should not knowingly pursue or participate in a business opportunity in which Intuit has a current interest, or which is closely related to Intuit's current business or its anticipated future plans. For example, you may not buy a substantial interest in a company that you know Intuit may be interested in acquiring. Similarly, you may not lease a facility that Intuit is considering occupying. If you believe you may be pursuing such an opportunity, disclose it to your manager and the Ethics & Compliance Program Office, who will determine whether or under what conditions the opportunity may proceed.



g. Gifts and Entertainment

Giving and receiving gifts and entertainment in the course of business may give rise to a conflict of interest. Neither you nor members of your immediate family may give or accept a gift or entertainment, regardless of the value, if accepting it interferes or appears to interfere with your objectivity in making business decisions at Intuit. You may never accept a gift or entertainment from an Intuit competitor.

Your business unit or functional group may have more restrictive rules regarding giving and receiving gifts and entertainment. Contact your manager to determine if additional rules apply. In addition, there are laws and regulations that apply to gifts, gratuities and entertainment of any kind for government officials or employees.

Refer to the *Global Anti-Bribery/Anti-Corruption* and *Gifts and Entertainment* or *Doing Business with Government Officials or Government Entities* section of this Code of Conduct for more information.

Permissible gifts and entertainment include those that:

- Are given openly and directly
- Come with no strings attached
- Are not solicited
- Are not in the form of cash or a cash equivalent, such as a cash or gift card
- Are not significant in value
- Are not accepted as part of or during a business negotiation
- Comply with all applicable laws and with the policies of both the giver and the recipient

Gifts – Additional Standards

Intuit defines a gift as any object or service that you do not pay for, or something for which you pay less than fair market value. This would include, for example, receiving tickets to a concert or sporting event, discounted products or services, or gift baskets.

A gift that interferes or appears to interfere with your objectivity in making a business decision for Intuit is never acceptable, no matter what the value. Where a gift does not interfere, or appear to interfere with your objectivity, it would typically be acceptable if valued at less than U.S. \$250. A gift worth more than U.S. \$250 requires disclosure to and the advance, written approval of your manager and the Ethics & Compliance Program Office to ensure there is no improper influence.

Gifts worth less than U.S. \$250 may also be considered improper if given repeatedly from one source. For example, a monthly, inexpensive gift from a supplier can create the appearance that the supplier is attempting to improperly influence the business relationship.

Entertainment – Additional Standards

“Entertainment” refers to leisure events and activities with suppliers, vendors and contractors that are generally considered outside of the scope of a structured business setting. This includes activities such as sporting events, lunches, dinners, concerts and golf.

Accepting invitations to attend and participate in special events and entertainment activities is generally acceptable so long as the following conditions are met:

- There is a legitimate business purpose for attending
- The event or activity is of a reasonable dollar value
- The vendor, supplier, contractor, etc., attends with you. If not, the entertainment is a gift and subject to the gift standards
- The entertainment activity does not become a regular occurrence, such as once a week or once a month

h. Political Contributions and Lobbying

Business contributions to U.S. political campaigns are strictly regulated by U.S. federal, state and local law. Accordingly, all political contributions in the U.S. involving Intuit funds must be coordinated and approved by Intuit Corporate Affairs. Intuit employees can find more information on Intuit's intranet at Intuit Corporate Affairs. Similar restrictions, policies and procedures apply in other countries. Political contributions outside the U.S. require advance approval from the Intuit's Ethics & Compliance Program Office.

Intuit Corporate Affairs must approve the use of Intuit funds or assets for political contributions of any kind. This includes contributions to any political candidate or holder of any national, state or local government office. You may make personal political contributions, but may not represent that you are making those contributions on Intuit's behalf.

You are prohibited from lobbying activities on behalf of Intuit and should never give the appearance of representing Intuit in these activities without the advance, written authorization and approval from Corporate Affairs. For example, you may not prominently wear Intuit's brand, logo, insignia, etc., while participating in a lobbying activity that could reasonably be associated with Intuit's business.

VII. COMPLYING WITH LAWS, GUIDELINES AND STANDARDS

All Intuit employees and all those who work with or on behalf of Intuit must comply with all applicable laws, rules, and regulations.

We also expect that our business partners, suppliers, contractors, and agents will abide by similar values and standards and will always act with integrity and in accordance with applicable laws, rules and regulations.

Depending on your role and job function at Intuit, several areas of compliance that may be applicable and particularly noteworthy to you in your day-to-day work here at Intuit are covered below. Questions about how these provisions may apply to you or your obligations under them should be addressed with your manager and the Ethics & Compliance Program Office before undertaking the activity.

a. Antitrust and Competition Laws

Our policy is to comply with all applicable U.S. and foreign antitrust and competition laws. Antitrust laws – also known as anti-monopoly, competition or consumer protection laws – are intended to preserve competition by prohibiting actions that could unreasonably restrain a free marketplace.

These laws often regulate Intuit's relationships with its suppliers, distributors and dealers. They cover prices, discounts, credit terms, promotional allowances, exclusive dealerships or distributorships, restrictions on carrying competing products, termination of relationships, and many other practices.

They also govern relationships between Intuit and its competitors. Contacts with competitors should be made only for legitimate business purposes and limited to communications that are needed for that purpose. Communications with competitors should always avoid subjects such as prices, terms and conditions of sale, customers and suppliers, marketing and research and development plans, and other competitively sensitive information.

Participating with competitors in a trade association is generally acceptable when the association has been properly established, has a legitimate purpose and has limited its activities to that purpose.

b. International Trade

Intuit expects its employees to comply with all applicable laws and regulations concerning importing and exporting products and services. This includes complying with regulations preventing U.S. companies from supporting or cooperating with an unsanctioned boycott of another country, or from doing business with certain persons or entities.

c. Global Anti-Bribery and Anti-Corruption

A bribe is a payment or gift made to influence someone in their official or professional capacity, or to induce someone to use their influence improperly. Bribery is never allowed; bribes may not be offered, made or accepted. This applies to our employees, officers and directors as well as to our agents, consultants, distributors, contractors or anyone working on our behalf.

Similarly, you should never encourage someone to act illegally to further Intuit's business. This is known as a direct or indirect corrupt offer. This includes paying, authorizing or promising to pay, or giving of

anything of value, to a government official, including an employee of a government-controlled company, political party, party official, candidate for political office, or official of a public international organization to further Intuit's business.

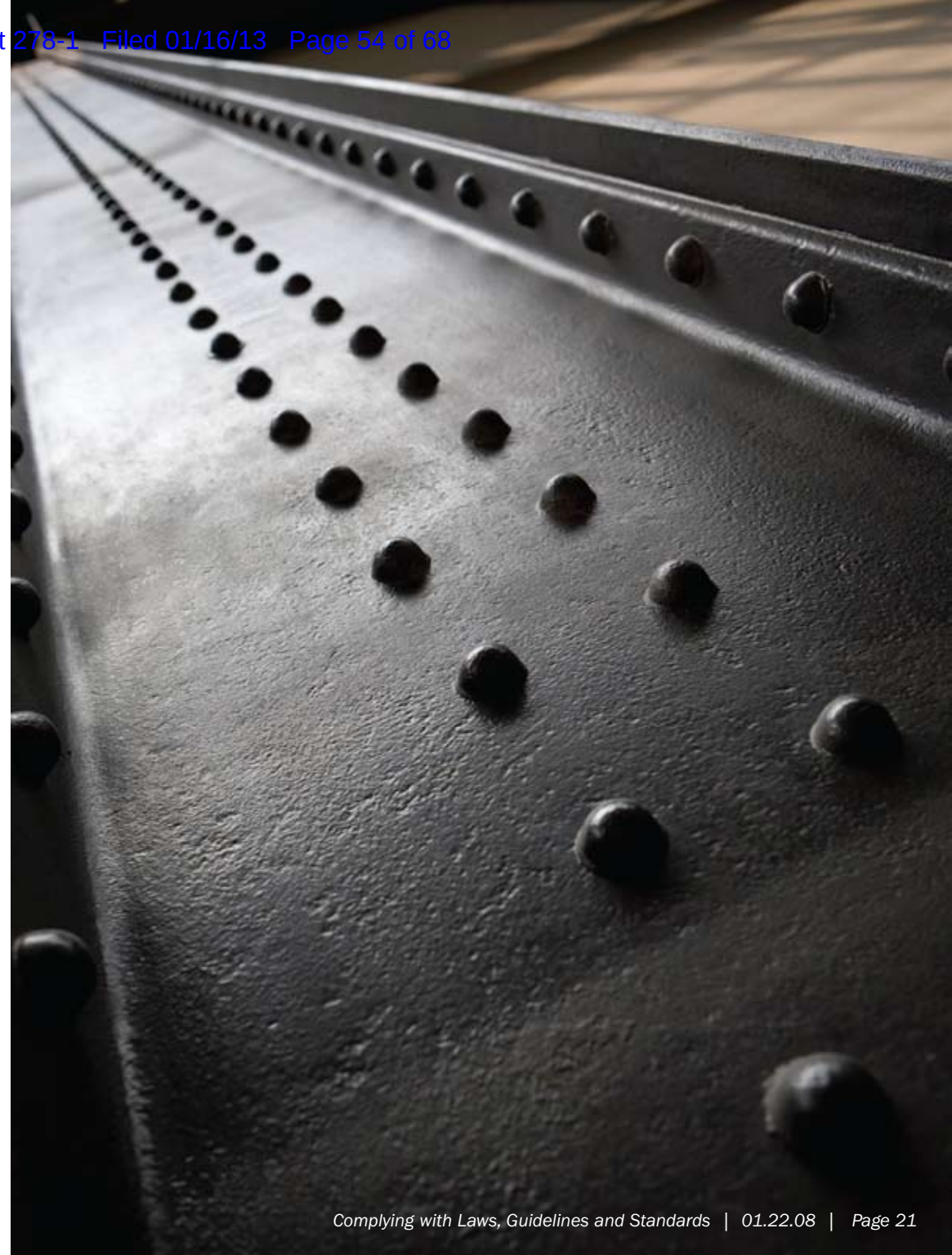
The United States Foreign Corrupt Practices Act, or FCPA, prohibits, among other things, bribes and corrupt offers to non-U.S. government officials. The FCPA, and similar laws in other countries, provide for significant civil and criminal penalties for violations by Intuit or people acting on its behalf.

Any payment, gift or service provided to a foreign government official, or any person likely to share part of the payment with a foreign government official, requires approval by Intuit's General Counsel or the Ethics & Compliance Program Office. This includes payments to an employee of a government-controlled company, political parties, party officials, candidates for political office, or officials of a public international organization. Intuit employees can find more information in related policies on Intuit's intranet: Global Anti-Bribery and Anti-Corruption Policy.

d. Gifts and Entertainment: Doing Business with Government Officials or Government Entities

Giving anything of value to a government employee is strictly regulated and in many cases prohibited by law. Intuit and its employees must comply with U.S. federal, state and local laws, as well as laws in other countries governing the acceptance of business gratuities and/or courtesies.

In short, consult with Intuit Corporate Affairs, the General Counsel or Intuit's Ethics & Compliance Program Office before authorizing, providing or paying for any meals, travel or lodging expenses, entertainment, gifts, or giving anything of value to government officials or agencies inside or outside the United States.



VIII. COMPANY RESOURCES, PRIVACY AND PROTECTING INFORMATION

Intuit is committed to ensuring that employees have the tools and resources necessary to do their jobs effectively and efficiently.

This includes supplying employees with resources such as computers, cell phones, company credit cards and printers. Employees and those working on Intuit's behalf are responsible for properly using, caring for, and protecting Intuit's resources and assets.

a. Use of Intuit Resources and Assets

Intuit resources and assets remain the property of Intuit and, as a general rule, should only be used by employees for company business. Employees who leave Intuit must promptly return all Intuit property to their manager or Human Resources.

Intuit may inspect or monitor all company resources, assets and property at any time, without prior approval, knowledge or consent of employees to the extent allowed by law. This includes monitoring and retrieving information that is stored or transmitted on Intuit's electronic devices, computers and systems.

You are accountable for Intuit resources, assets, and funds that are under your control, such as credit cards, tickets, cash and checks. If authorized to use company funds for legitimate business purposes, you must ensure that the company has received proper value in return. Using Intuit property in a way that conflicts with Intuit's interests, or in any manner that may reasonably be considered offensive, is strictly prohibited.

Intuit employees can find more information in related policies on Intuit's intranet: Electronic Communications Policy. Outside the U.S., refer to local policies and guidelines, as applicable.

b. Privacy and Protecting Personal Information

Intuit is committed to responsibly using and protecting the personal information of its customers and employees. Our policies and standards are consistent with applicable law and we are committed to upholding and adhering to these important standards.

Personal information is data that can be used to identify or locate an individual. Personal information is considered sensitive, which requires special care.

You are required to follow all corporate privacy policies, security policies and supporting standards and procedures when engaging in any business process or practice, or when using applications or systems that involve the use, storage or transmission of any personal information. This helps create an environment of trust and integrity with our customers and the business community and ensures that Intuit maintains its compliance with applicable global data protection and privacy laws.

Intuit employees can find more information in related policies on Intuit's intranet: Privacy Policies.

Protecting the Information of Intuit Customers and Third Parties

You must responsibly use and protect the personal information given to Intuit by its customers. This includes the personal information that our customers give us about their own customers or employees. Personal information from Intuit customers includes names, e-mail and street addresses, telephone numbers and login identification. It also includes tax return, credit card, financial account or personal health information, benefits information, Social Security, national identification and driver's license numbers.

Protecting the Information of Intuit Employees

You must responsibly use and protect the personal information of Intuit employees. An employee's personal information includes name, home and e-mail addresses, telephone numbers, login identification and employee identification. It also includes salary and some job performance data, credit card information, financial account or health information, background check information, benefits information, Equal Employment Opportunity information, Social Security, national identification and driver's license numbers. Each employee is accountable for understanding and complying with Intuit privacy policies and standards and data classification and retention policies.

c. Intuit's Confidential Information and Trade Secrets

Confidential information is any material that Intuit does not make or want to make publicly known at a given time. Trade secrets are the subset of confidential information that gives Intuit a competitive advantage by virtue of staying confidential. Trade secrets can include things like source code, offering plans, unpublished patents and customer lists, but also include things like internal process improvements and operating mechanisms that give us a cost or efficiency advantage over competitors.

Intuit's confidential information and trade secrets are among its most valuable assets and employees must protect them.

As an employee of Intuit or one of its subsidiaries, you have agreed to protect the Intuit confidential information and trade secrets to which you may have access during the course of your work, as set out in your employment agreement or in the Employee Invention Assignment and Confidentiality Agreement (“EIACA”) you signed as a condition of employment. These agreements are in effect throughout your employment and have some obligations which continue even after you leave the company.

Specifically, you may not disclose Intuit's confidential information or trade secrets to anyone or use it to benefit anyone other than Intuit without executive approval and appropriate protections in place.

Depending upon your role, you may need to disclose certain Intuit-confidential materials to third parties like vendors, contractors and companies with whom Intuit works. Disclosure of confidential information or trade secrets to a third party requires a Nondisclosure Agreement, or NDA, between Intuit and the third party, completed according to Intuit’s guidelines and signed by authorized personnel. Intuit employees can find more information on Intuit’s intranet about NDAs. More information on the EIACA can be obtained from your HR Business Partner.

d. Other Companies' Confidential Information and Trade Secrets

Just as Intuit protects its own confidential materials, Intuit respects the rights of other people or other companies to protect their confidential information and trade secrets. You must not reveal any information to Intuit without authorization from the owner of that information that might reasonably be considered confidential information or a trade secret of another person or company, including materials belonging to a former employer of yours.

You may, under an authorized Nondisclosure Agreement, become aware of another company's confidential information or trade secrets in the context of exploring a business relationship with that company. You must respect the proprietary nature of this information and not use it or disclose it publicly without authorization.

e. Copyrighted Materials

You must comply with rules and laws governing internal distribution of copyrighted articles, content and subscription materials. This helps ensure that Intuit does not violate an author's or publisher's rights to control duplication or distribution of their own content and to obtain licensing fees or subscription revenue from such content. Intuit employees can find more information about properly referencing, distributing or quoting from other companies' copyrighted materials at Permissions and Licensing.

Additionally, some of the software used at Intuit, including certain open source software, is owned by other companies and protected by copyright law and/or license restrictions. Software is usually governed by corporate site license agreements or open source agreements and it is Intuit's policy to comply with these agreements and make proper use of all such software. Copying and installing software without appropriate licenses or other authorization may violate these agreements, the U.S. Copyright Act, and the copyright laws of other countries. Employees should not make copies, lend, resell or transfer software unless it is authorized under the applicable software license agreement. If you have questions about the rules surrounding the use or copying of a particular software program, please contact your manager, Intuit's legal department, or the Ethics & Compliance Program Office.

f. Insider Trading Prohibition

As part of your job, you may have access to significant information about Intuit's business – or our vendors and partners – that has not been publicly disclosed. Trading in Intuit's stock, or the stock of those other companies, based on material nonpublic information is a serious violation of U.S. federal law, foreign laws and Intuit policy. In this context, “material nonpublic information” means information not publicly announced by Intuit that a reasonable investor would consider important in deciding whether to buy or sell shares of stock.

Examples of material nonpublic information could include merger, acquisition or divestiture discussions, significant changes in Intuit's financial condition, undisclosed earnings results or guidance, major product announcements or defects, major financing or restructuring activities or changes in executive management that have not been announced. This is a partial list.

If you have questions about the materiality of specific types of information, talk with your manager, Intuit's Legal and Compliance Organization, or Intuit's Ethics & Compliance Program Office before trading.

Federal and foreign securities laws and Intuit policy also forbid tipping or passing on material nonpublic information to people outside Intuit, including family members, friends, business associates and personal advisers.

Intuit's management may establish periodic or one-time trading windows during which designated employees are prohibited from trading in Intuit stock. The General Counsel or Ethics & Compliance Program Office can answer any questions about your responsibilities in these situations.

The insider trading policy applies to you, your immediate family members and others in your household. Violation of insider trading laws or this policy can result in disciplinary action as well as severe civil and criminal penalties. Intuit employees can find more information regarding trading limitations and inside information on Intuit's intranet at Insider Trading Policy.

g. External Communications

Intuit is committed to providing full, fair, accurate, timely and understandable disclosure in our public communications. In addition, we must be truthful in our promotional efforts and other public announcements.

Because any external communications can have an effect on our business, employees must be careful about what they say and write in public. You may participate in online discussions or other online communities, provided you make it clear that you are not representing Intuit and you do so in accordance with our Online Communications Policy. However, you are not authorized to speak or write on behalf of Intuit in any external communication including advertisements and promotional or public announcements without prior approval from appropriate Intuit management, including Intuit's Corporate Communications department.

There are designated spokespeople within Intuit who are authorized to publicly discuss Intuit's strategy, financial information and other significant corporate events. All inquiries from the media, stockholders, industry or Wall Street analysts must be referred to Intuit Corporate Communications or [Investor Relations](#) departments.

IX. FINANCIAL ACCOUNTING, REPORTING AND RECORDS

All Intuit payments and other transactions must be properly authorized by management and be accurately and completely recorded in Intuit books and financial records. These records must comply with applicable laws, generally accepted accounting principles (GAAP), and established corporate accounting policies.

a. Integrity in Financial Reporting and Accounting Practices

Never create any false, incomplete or misleading financial entry or record. No undisclosed or unrecorded corporate funds shall be established for any purpose, nor should Intuit funds be placed in any personal or non-corporate account. All corporate assets must be properly protected and asset records regularly compared with actual assets; proper and prompt action must be taken to reconcile any variances.

Our commitment to full, fair, accurate, timely and understandable disclosure applies to all reports and documents that we file with, or submit to, governmental agencies and all other public communications that we make – written or oral. All employees, including senior management and other employees with financial reporting responsibility, are required to uphold these standards in all of our public disclosures.

Immediately report suspected wrongdoing or inconsistencies related to financial reporting, accounting practices or any other financial irregularities, regardless of how small or insignificant the matter appears. Information about your reporting options is available in the *Seeking Guidance and Reporting Concerns* section of this Code of Conduct.

b. Records Management: Retention and Legal Holds

Intuit's records and information are important company assets. They must be carefully maintained and disposed of as legally required by retention schedules and other policies that address disposition, storage, and destruction. All Intuit employees must comply with established records policies and retention schedules. Intuit employees can find more information in related policies and guidelines on Intuit's intranet: Records and Information Management Policy and Guidelines.

From time to time, Intuit may be involved in litigation or inquiries that require us to indefinitely preserve certain documents and records. This is generally referred to as a "Legal Hold," and you will receive written notification of specific Legal Holds that may apply to you and information in your possession. All employees must comply with any Legal Hold Notice. Intuit employees can find more information related to Legal Hold on Intuit's intranet: Legal Hold Policy and Legal Hold Procedures.



X. CODE OF CONDUCT GOVERNANCE AND ADMINISTRATION

Intuit's Board of Directors is responsible for oversight of Intuit's Ethics & Compliance Program. In its discretion, the Board may assign oversight responsibilities to a committee of the Board.

The Board or its designated committee has assigned overall management responsibility for the Program to Intuit's senior executive team. Day-to-day management, administration and implementation of the Program have been assigned to the Ethics & Compliance Program Office.

This office assists the Board and the senior executive team in promoting an organizational culture of ethical behavior and compliance with the law and in administering this Code of Conduct.

a. Administration and Interpretation

The Code of Conduct will be provided to all Intuit employees. The Ethics & Compliance Program Office leads and manages the process and deliberation within Intuit to assess, evaluate and provide guidance regarding the appropriate interpretation and application of this Code of Conduct. This may include consultation with other Intuit departments and escalation to senior management or to the Board of Directors or its designated committee as appropriate.

b. Investigations, Enforcement and Discipline

Intuit will investigate alleged violations of the Code of Conduct. The company will take necessary and appropriate action against any employee who acts unethically, violates the law, this Code of Conduct, other corporate policies, or the lawful direction of management. Disciplinary action may include termination of employment, in accordance with applicable laws. If Intuit has suffered a loss, it may pursue its remedies against the individuals or entities responsible as appropriate.

This Code of Conduct & Ethics in no way alters an employee's at-will relationship with Intuit for U.S. employees and those working in other countries governed by at-will employment rules.

c. Code of Conduct Changes, Modifications and Waivers

The Code of Conduct has been reviewed and approved by Intuit's Board of Directors or its designated committee. The Board or its designated committee will approve all material changes before they are incorporated and implemented. Changes will also be publicly filed as required by applicable laws, regulations or stock market listing rules.

The Ethics & Compliance Program Office, in consultation with the General Counsel, may make non-material changes to the Code of Conduct as necessary. The Code of Conduct may be updated periodically to address a specific need, change in the law, or to provide additional guidance and instruction. Any material or significant changes will be communicated to employees through management and/or online channels as appropriate. The most current Code of Conduct will always be available on both our [internet](#) and intranet sites.

All requests for waivers to the Code of Conduct's standards, guidelines and requirements must be made in writing and reviewed by the Ethics & Compliance Program Office before taking the action requested in the waiver.

The Board of Directors or its designated committee must approve any waiver of the Code of Conduct that affects an executive officer, or specific employees in the finance and accounting functions. The timely and proper handling and disclosure of Code of Conduct waivers are particularly important. More information on reporting procedures is available in the *Seeking Guidance and Reporting Concerns* section of this Code of Conduct.

XI. REPORTING OPTIONS SUMMARY

When seeking guidance or reporting concerns, there are several channels available that ensure your question, issue or concern is addressed in a timely and meaningful way:

Your Manager – Your manager is an excellent resource for seeking guidance and help, sharing ideas and resolving issues.

Intuit Management – You may always seek guidance and help from anyone on Intuit’s management team.

Human Resources – You may always contact the Human Resources Business Partner responsible for your business unit or functional group, or the Employee Relations Center of Expertise at EmployeeRelationsCOE@Intuit.com.

Ethics & Compliance Program Office – You may also contact the Ethics & Compliance Program Office directly by submitting your inquiry to [Ask Ethics & Compliance](#) or by sending a letter to: Intuit Ethics & Compliance Officer, P.O. Box 7850, MS 2700C, Mountain View, CA 94039.

Intuit Integrity Line – If for any reason, you are not comfortable using any of the above options, please seek help or report your concerns through our Intuit Integrity Line. Intuit’s Integrity Line is an external, third-party service available to you for anonymous reporting 24-hours a day, 7 days a week, and 365 days a year.

Call toll-free at **877-379-3939**

From outside the U.S., dialing the direct access code for the country you are calling from followed by **877-379-3939**. (Direct Access codes can be found by contacting a local operator http://www.consumer.att.com/global/english/access_codes.html)

Complete an Integrity Line Web form at https://www.integrity-helpline.com/Intuit_Integrity_Line.jsp

Retaliation against employees for reporting issues or participating in investigations will not be tolerated and Intuit will make every effort to protect employees who report matters of concern in good faith. For further information please see the section on *Protection from Retaliation* and Intuit’s Protection from Retaliation Policy.



P.O. Box 7850 | Mountain View, CA 94039-7850 | 650-944-6000

GZJ KDK'Q'''

From: Harvey, Dean
Sent: Thursday, January 10, 2013 4:36 PM
To: 'eevans@mayerbrown.com' (eevans@mayerbrown.com)
Subject: HTEAL; Motion to Compel

Eric,

Per our phone call, here are the likely privilege log entries subject to our motion to compel. In addition to the two we identified in our earlier correspondence on this topic, here are the entries off of the recent three privilege logs:

Re Bill Campbell:

Bock log: 81, 82, 161, 185, 192, 198, 206, 207, 230, 231, 254, 273, 274, 309, 310, 311, 333, 337, 338, 340, 341, 342, 356, 393, 394, 538, 673, 679, 680, 681, 683, 684, 686, 687, 688, 689, 697, 698, 757, 758, 803, 807, 808, 809, 810, 811, 812, 815, 816, 827, 828, 880, 898, 915, 917, 933, 1075, 1076, 1124, 1217, 1218, 1251, 1252, 1261, 1281, 1315, 1325, 1326, 1327, 1329, 1330, 1353, 1365, 1366, 1367, 1368, 1399, 1412, 1497, 1498, 1552, 1555, 1630, 1661, 1662, 1667, 1668, 1670, 1674, 1681, 1682, 1718, 1719, 1729, 1782, 1786, 1787, 1788, 1815, 1848, 1869, 1878, 2005, 2006, 2017, 2018, 2019, 2026, 2027, 2072, 2082, 2120, 2143, and 2200.

Schmidt Log: 3, 4, 5, 9, 10, 12, 13, 29, 30, 59, and 60.

Brown Log: 7, 54, 62, 63, 65, 66, 67, 78, 79, 80, 110, 111, 112, 113, 152, 185, 186, 189, 190, 192, 193, 217, 222, 223, 250, 251, 289, 290, 330, 331, 357, 358, 375, 432, 434, 523, 524, 557, 558, 565, and 566.

Re potential additional entries concerning Paul Otellini:

Bock log: 888 and 2201.

Schmidt Log: 45, 46, and 64.

Brown Log: None.

**Lieff
Cabrer
Heimann &
Bernstein**
Attorneys at Law

Dean M. Harvey
dharvey@lchb.com
t 415.956.1000
f 415.956.1008

Lieff Cabrer Heimann & Bernstein, LLP
275 Battery Street, 29th Floor
San Francisco, CA 94111-3339
www.lieffcabrer.com